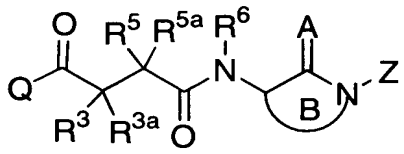
CLAIMS

What is claimed is:

1. A compound of Formula (I):



(I)

or a pharmaceutically acceptable salt or prodrug thereof, wherein:

A is O or S;

Q is $-NR^1R^2$;

R^1, at each occurrence, is independently selected from:
H;
C_1-C_6 alkyl substituted with 0-3 R^{1a};
C_3-C_{10} carbocycle substituted with 0-3 R^{1b};
C_6-C_{10} aryl substituted with 0-3 R^{1b}; and
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{1b};

R^{1a}, at each occurrence, is independently selected from H,
C_1-C_6 alkyl Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3;
C_3-C_{10} carbocycle substituted with 0-3 R^{1b};
C_6-C_{10} aryl substituted with 0-3 R^{1b}; and
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{1b};

R^{1b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_6 haloalkyl, and C_1-C_4 haloalkoxy;

sub AR cont

R^2 is independently selected from H, C_1-C_6 alkyl, C_3-C_{10} carbocycle, C_6-C_{10} aryl, and 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur;

R^3 is $-(CR^7R^{7a})_n-R^4$,
$-(CR^7R^{7a})_n-S-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-O-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-N(R^{7b})-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-S(=O)-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-S(=O)_2-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-C(=O)-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-N(R^{7b})C(=O)-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-C(=O)N(R^{7b})-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-N(R^{7b})S(=O)_2-(CR^7R^{7a})_m-R^4$, or
$-(CR^7R^{7a})_n-S(=O)_2N(R^{7b})-(CR^7R^{7a})_m-R^4$;

n is 0, 1, 2, or 3;

m is 0, 1, 2, or 3;

R^{3a} is H, OH, C_1-C_4 alkyl, C_1-C_4 alkoxy, C_2-C_4 alkenyl or C_2-C_4 alkenyloxy;

R^4 is H, OH, OR^{14a},
C_1-C_6 alkyl substituted with 0-3 R^{4a},
C_2-C_6 alkenyl substituted with 0-3 R^{4a},
C_2-C_6 alkynyl substituted with 0-3 R^{4a},
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from is
H, F, Cl, Br, I, CF_3,
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, and C_1-C_4 halothioalkyl-S-;

R^5 is H, OR^{14};
C_1-C_6 alkyl substituted with 0-3 R^{5b};
C_1-C_6 alkoxy substituted with 0-3 R^{5b};
C_2-C_6 alkenyl substituted with 0-3 R^{5b};
C_2-C_6 alkynyl substituted with 0-3 R^{5b};
C_3-C_{10} carbocycle substituted with 0-3 R^{5c};
C_6-C_{10} aryl substituted with 0-3 R^{5c}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5a} is H, OH, C_1-C_4 alkyl, C_1-C_4 alkoxy, C_2-C_4 alkenyl, or C_2-C_4 alkenyloxy;

R^{5b}, at each occurrence, is independently selected from:
H, C_1-C_6 alkyl, CF_3, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$;
C_3-C_{10} carbocycle substituted with 0-3 R^{5c};

C_6-C_{10} aryl substituted with 0-3 R^{5c}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, and C_1-C_4 halothioalkyl-S-;

R^6 is H;
C_1-C_6 alkyl substituted with 0-3 R^{6a};
C_3-C_{10} carbocycle substituted with 0-3 R^{6b}; or
C_6-C_{10} aryl substituted with 0-3 R^{6b};

R^{6a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, aryl or CF_3;

R^{6b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

R^7, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, CF_3, phenyl and C_1-C_4 alkyl;

R^{7a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, CF_3, and C_1-C_4 alkyl;

R^{7b} is independently selected from H and C_1-C_4 alkyl;

Ring B is a 7 membered lactam or thiolactam, wherein the lactam or thiolactam is saturated, partially saturated or unsaturated;

wherein each additional lactam carbon or thiolactam carbon is substituted with 0-2 R^{11}; and,

optionally, the lactam or thiolactam contains a heteroatom selected from -O-, -S-, -S(=O)-, -S(=O)$_2$-, -N=, -NH-, and -N(R^{10})-;

Sub A2 cont

additionally, two R^{11} substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-4 R^{13};

additionally, two R^{11} substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical, wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl fused radical is substituted with 0-3 R^{13};

additionally, two R^{11} substituents on the same or adjacent carbon atoms may be combined to form a C_3-C_6 carbocycle substituted with 0-3 R^{13};

R^{10} is H, C(=O)R^{17}, C(=O)OR^{17}, C(=O)N$R^{18}R^{19}$, S(=O)$_2$N$R^{18}R^{19}$, S(=O)$_2R^{17}$;
C_1-C_6 alkyl optionally substituted with 0-3 R^{10a};
C_6-C_{10} aryl substituted with 0-4 R^{10b};
C_3-C_{10} carbocycle substituted with 0-3 R^{10b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{10b};

R^{10a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, N$R^{15}R^{16}$, CF_3, or aryl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2,

$NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

Sub AR cont

R^{11}, at each occurrence, is independently selected from H, C_1-C_4 alkoxy, Cl, F, Br, I, =O, CN, NO_2, $NR^{18}R^{19}$, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, CF_3;
C_1-C_6 alkyl optionally substituted with 0-3 R^{11a};
C_6-C_{10} aryl substituted with 0-3 R^{11b};
C_3-C_{10} carbocycle substituted with 0-3 R^{11b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{11b};

R^{11a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3;
phenyl substituted with 0-3 R^{11b};
C_3-C_6 cycloalkyl substituted with 0-3 R^{11b}; and
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, and C_1-C_4 halothioalkyl-S-;

Z is H;
C_1-C_8 alkyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12};
C_2-C_4 alkynyl substituted with 1-3 R^{12};
C_1-C_8 alkyl substituted with 0-3 R^{12a};
C_2-C_4 alkenyl substituted with 0-3 R^{12a};

C_2-C_4 alkynyl substituted with 0-3 R^{12a};
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12}, at each occurrence, is independently selected from
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, $-C(=O)NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, or C_1-C_4 halothioalkyl-S-;

R^{12b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, and C_1-C_4 halothioalkyl-S-;

R^{13}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl, or C_3-C_6 cycloalkyl;

R^{14a} is H, phenyl, benzyl, or C_1-C_4 alkyl;

R^{15}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

R^{16}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

R^{17} is H, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl, aryl substituted by 0-4 R^{17a}, or $-CH_2$-aryl substituted by 0-4 R^{17a};

R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF_3, OCF_3, SCH_3, $S(O)CH_3$, SO_2CH_3, $-NH_2$, $-N(CH_3)_2$, or C_1-C_4 haloalkyl;

R^{18}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, phenyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-; and

R^{19}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, phenyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

provided, when R^{13} is H,
then Z is H;
C_4-C_8 alkyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12};
C_2-C_4 alkynyl substituted with 1-3 R^{12};
C_1-C_8 alkyl substituted with 0-3 R^{12a};
C_2-C_4 alkenyl substituted with 0-3 R^{12a}; or
C_2-C_4 alkynyl substituted with 0-3 R^{12a}; and

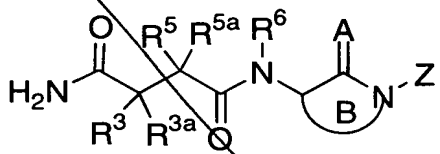
provided, when ring B is a 1,3,4,5-tetrahydro-1-(Z)-5-(R^{10})-6,6,7,7-tetra(R^{11})-2,4-dioxo-2H-1,5-diazepin-3-yl core, and R^{13} is H; then

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, $S(=O)_2R^{17}$; or C_1-C_6 alkyl optionally substituted with 0-3 R^{10a};

R^{10a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, and CF_3.

Sub AZ cont

2. A compound, according to Claim 1, of Formula (Ia):



(Ia)

or a pharmaceutically acceptable salt or prodrug thereof, wherein:

Z is H;
C_1-C_8 alkyl substituted with 0-3 R^{12a};
C_2-C_4 alkenyl substituted with 0-3 R^{12a}; or
C_2-C_4 alkynyl substituted with 0-3 R^{12a}.

3. A compound according to Claim 2 of Formula (Ia) wherein:

B' cont

R^3 is $-(CR^7R^{7a})_n-R^4$,
$-(CR^7R^{7a})_n-S-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-O-(CR^7R^{7a})_m-R^4$, or
$-(CR^7R^{7a})_n-N(R^{7b})-(CR^7R^{7a})_m-R^4$;

n is 0, 1, or 2;

m is 0, 1, or 2;

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R^4 is H, OH, OR^{14a},
C_1-C_6 alkyl substituted with 0-3 R^{4a},
C_2-C_6 alkenyl substituted with 0-3 R^{4a},
C_2-C_6 alkynyl substituted with 0-3 R^{4a},
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from is H, F, Cl, Br, I, CF_3,
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

R^5 is H, OR^{14};
C_1-C_6 alkyl substituted with 0-3 R^{5b};
C_1-C_6 alkoxy substituted with 0-3 R^{5b};
C_2-C_6 alkenyl substituted with 0-3 R^{5b};
C_2-C_6 alkynyl substituted with 0-3 R^{5b};
C_3-C_{10} carbocycle substituted with 0-3 R^{5c};
C_6-C_{10} aryl substituted with 0-3 R^{5c}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5a} is H or C_1-C_4 alkyl;

B1 cont

R^{5b}, at each occurrence, is independently selected from:
H, C_1-C_6 alkyl, CF_3, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$;
C_3-C_{10} carbocycle substituted with 0-3 R^{5c};
C_6-C_{10} aryl substituted with 0-3 R^{5c}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

R^6 is H, methyl, or ethyl;

R^7, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, CF_3, phenyl and C_1-C_4 alkyl;

R^{7a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, CF_3, and C_1-C_4 alkyl;

R^{7b} is independently selected from H, methyl, ethyl, propyl, and butyl;

Ring B is a 7 membered lactam or thiolactam,
wherein the lactam or thiolactam is saturated, partially saturated or unsaturated;
wherein each additional lactam carbon or thiolactam carbon is substituted with 0-2 R^{11}; and,
optionally, the lactam or thiolactam contains a heteroatom selected from, -O-, -S-, -S(=O)-, -$S(=O)_2$-, -N=, -NH-, and -$N(R^{10})$-;

B1 cont

additionally, two R^{11} substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-3 R^{13};

additionally, two R^{11} substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical, wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl fused radical is substituted with 0-3 R^{13};

additionally, two R^{11} substituents on the same or adjacent carbon atoms may be combined to form a C_3-C_6 carbocycle substituted with 0-3 R^{13};

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, $S(=O)_2R^{17}$;
C_1-C_6 alkyl optionally substituted with 0-2 R^{10a};
C_6-C_{10} aryl substituted with 0-4 R^{10b};
C_3-C_{10} carbocycle substituted with 0-3 R^{10b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{10b};

R^{10a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, or CF_3;

R^{11}, at each occurrence, is independently selected from H, C_1-C_4 alkoxy, Cl, F, Br, I, =O, CN, NO_2, $NR^{18}R^{19}$, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, CF_3;

B' cont

C_1-C_6 alkyl optionally substituted with 0-3 R^{11a};
C_6-C_{10} aryl substituted with 0-3 R^{11b};
C_3-C_{10} carbocycle substituted with 0-3 R^{11b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{11b};

R^{11a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

Z is H;
C_1-C_6 alkyl substituted with 0-3 R^{12a};
C_2-C_4 alkenyl substituted with 0-3 R^{12a}; or
C_2-C_4 alkynyl substituted with 0-3 R^{12a};

R^{12a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

R^{13}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_6 alkyl, or C_2-C_6 alkoxyalkyl;

R^{14a} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R^{15}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

R^{16}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

R^{17} is H, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl, aryl substituted by 0-4 R^{17a}, or $-CH_2$-aryl substituted by 0-4 R^{17a};

R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF_3, OCF_3, SCH_3, $S(O)CH_3$, SO_2CH_3, $-NH_2$, $-N(CH_3)_2$, or C_1-C_4 haloalkyl;

R^{18}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, phenyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-; and

R^{19}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, phenyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-.

4. A compound according to Claim 3 of Formula (Ia) wherein:

R^3 is $-(CHR^7)_n-R^4$,

n is 0 or 1;

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R^4 is H, OH, OR^{14a}, C_1-C_4 alkyl substituted with 0-2 R^{4a},

C_2-C_4 alkenyl substituted with 0-2 R^{4a},
C_2-C_4 alkynyl substituted with 0-1 R^{4a},
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b};

Sub A3 Cont

R^{4a}, at each occurrence, is independently selected from is H, F, Cl, Br, I, CF_3,
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^5 is H, OR^{14};
C_1-C_4 alkyl substituted with 0-3 R^{5b};
C_2-C_4 alkenyl substituted with 0-3 R^{5b};
C_2-C_4 alkynyl substituted with 0-3 R^{5b};

R^{5a} is H, methyl, ethyl, propyl, or butyl;

R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, Cl, F, Br, I, =O;
C_3-C_6 carbocycle substituted with 0-3 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^6 is H;

R^7, at each occurrence, is independently selected from H, F, CF_3, methyl, and ethyl;

Ring B is a 7 membered lactam or thiolactam,
wherein the lactam or thiolactam is saturated, partially saturated or unsaturated;
wherein each additional lactam carbon or thiolactam carbon is substituted with 0-2 R^{11}; and,
optionally, the lactam or thiolactam contains a heteroatom selected from -N=, -NH-, and -N(R^{10})-;

additionally, two R^{11} substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-2 R^{13};

additionally, two R^{11} substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical, wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl fused radical is substituted with 0-2 R^{13};

additionally, two R^{11} substituents on the same or adjacent carbon atoms may be combined to form a C_3-C_6 carbocycle substituted with 0-2 R^{13};

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$;

C_1-C_4 alkyl optionally substituted with 0-1 R^{10a};
phenyl substituted with 0-4 R^{10b};
C_3-C_6 carbocycle substituted with 0-3 R^{10b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{10b};

R^{10a}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, C_1-C_4 alkyl, C_1-C_3 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, or CF_3;

R^{11}, at each occurrence, is independently selected from H, C_1-C_4 alkoxy, Cl, F, =O, $NR^{18}R^{19}$, $C(=O)R^{17}$, $C(=O)OR^{17}$, CF_3;
C_1-C_6 alkyl optionally substituted with 0-3 R^{11a};
C_6-C_{10} aryl substituted with 0-3 R^{11b};
C_3-6 carbocycle substituted with 0-3 R^{11b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b};

R^{11a}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, OR^{14}, F, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

Z is H;
C_1-C_4 alkyl substituted with 0-3 R^{12a};

C_2-C_4 alkenyl substituted with 0-3 R^{12a}; or
C_2-C_4 alkynyl substituted with 0-3 R^{12a};

R^{12a}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_4 alkyl, or C_2-C_4 alkoxyalkyl;

R^{15}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, benzyl, phenethyl, (C_1-C_4 alkyl)-C(=O)-, and (C_1-C_4 alkyl)-$S(=O)_2$-;

R^{16}, at each occurrence, is independently selected from H, OH, C_1-C_4 alkyl, benzyl, phenethyl, (C_1-C_4 alkyl)-C(=O)-, and (C_1-C_4 alkyl)-$S(=O)_2$-;

R^{17} is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R^{17a}, or -CH_2-phenyl substituted by 0-3 R^{17a};

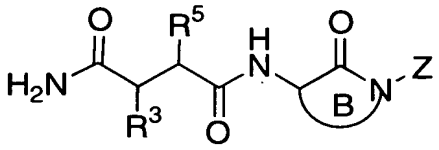
R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF_3, or OCF_3;

R^{18}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl;

R^{19}, at each occurrence, is independently selected from H, methyl, and ethyl.

Sub A3 Cont

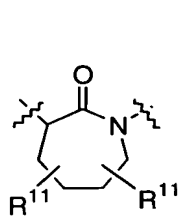
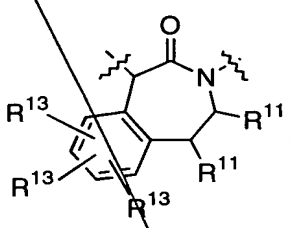
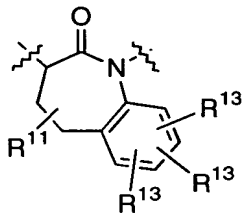
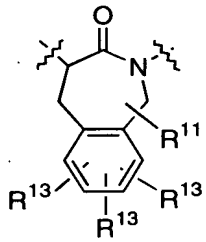
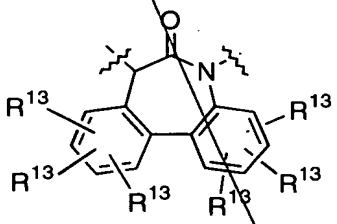
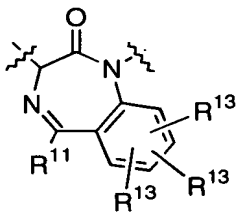
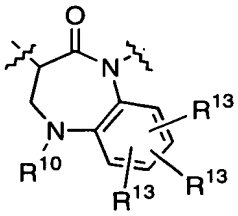
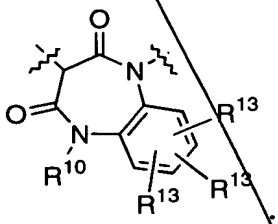
5. A compound of Claim 4 of Formula (Ib):



(Ib)

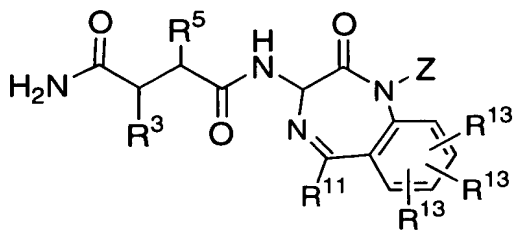
or a pharmaceutically acceptable salt or prodrug thereof wherein:

Ring B is selected from:

, and

6. A compound according to Claim 5 of Formula (Ic):



(Ic)

or a pharmaceutically acceptable salt or prodrug thereof wherein

R^3 is R^4,

R^4 is C_1-C_4 alkyl substituted with 0-1 R^{4a},
C_2-C_4 alkenyl substituted with 0-1 R^{4a}, or
C_2-C_4 alkynyl substituted with 0-1 R^{4a};

R^{4a}, at each occurrence, is independently selected from
H, F, CF_3,
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^5 is C_1-C_4 alkyl substituted with 0-1 R^{5b};
C_2-C_4 alkenyl substituted with 0-1 R^{5b};
C_2-C_4 alkynyl substituted with 0-1 R^{5b};

R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, =O;
C_3-C_6 carbocycle substituted with 0-2 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{11}, at each occurrence, is independently selected from
H, =O, $NR^{18}R^{19}$, CF_3;
C_1-C_4 alkyl optionally substituted with 0-1 R^{11a};
phenyl substituted with 0-3 R^{11b};
C_3-C_6 carbocycle substituted with 0-3 R^{11b}; and
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{11a}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, OR^{14}, F, Cl, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

Z is H;
C_1-C_4 alkyl substituted with 0-3 R^{12a};
C_2-C_4 alkenyl substituted with 0-3 R^{12a}; or
C_2-C_4 alkynyl substituted with 0-3 R^{12a};

R^{12a}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

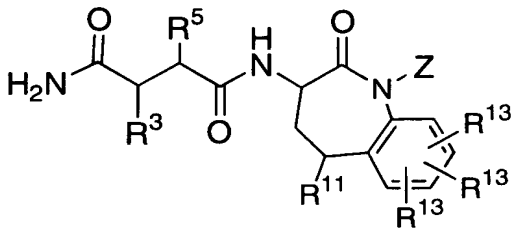
R^{15}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R^{16}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-$S(=O)_2$-, and ethyl-$S(=O)_2$-;

R^{18}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from H, methyl, and ethyl.

7. A compound according to Claim 5 of Formula (Id):



(Id)

or a pharmaceutically acceptable salt or prodrug thereof wherein:

R^3 is R^4,

R^4 is C_1-C_4 alkyl substituted with 0-1 R^{4a},
C_2-C_4 alkenyl substituted with 0-1 R^{4a}, or
C_2-C_4 alkynyl substituted with 0-1 R^{4a};

R^{4a}, at each occurrence, is independently selected from H, F, CF_3,
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^5 is C_1-C_4 alkyl substituted with 0-1 R^{5b};
C_2-C_4 alkenyl substituted with 0-1 R^{5b};

C_2-C_4 alkynyl substituted with 0-1 R^{5b};

R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, =O;
C_3-C_6 carbocycle substituted with 0-2 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{11}, at each occurrence, is independently selected from
H, =O, $NR^{18}R^{19}$, CF_3;
C_1-C_4 alkyl optionally substituted with 0-1 R^{11a};
phenyl substituted with 0-3 R^{11b};
C_3-C_6 carbocycle substituted with 0-3 R^{11b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{11a}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, OR^{14}, F, Cl, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

Z is H;
C_1-C_4 alkyl substituted with 0-3 R^{12a};
C_2-C_4 alkenyl substituted with 0-3 R^{12a}; or
C_2-C_4 alkynyl substituted with 0-3 R^{12a};

R^{12a}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

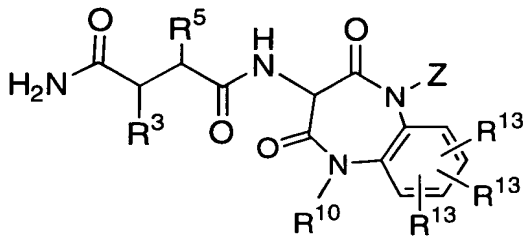
R^{15}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R^{16}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-$S(=O)_2$-, and ethyl-$S(=O)_2$-;

R^{18}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from H, methyl, and ethyl.

8. A compound according to Claim 5 of Formula (Ie):



(Ie)

or a pharmaceutically acceptable salt or prodrug thereof wherein:

R^3 is R^4,

R^4 is C_1-C_4 alkyl substituted with 0-1 R^{4a},
C_2-C_4 alkenyl substituted with 0-1 R^{4a}, or
C_2-C_4 alkynyl substituted with 0-1 R^{4a};

R^{4a}, at each occurrence, is independently selected from
H, F, CF_3,
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^5 is C_1-C_4 alkyl substituted with 0-1 R^{5b};
C_2-C_4 alkenyl substituted with 0-1 R^{5b};

C_2-C_4 alkynyl substituted with 0-1 R^{5b};

R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, =O;
C_3-C_6 carbocycle substituted with 0-2 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$;
C_1-C_4 alkyl optionally substituted with 0-1 R^{10a};
phenyl substituted with 0-4 R^{10b};
C_3-C_6 carbocycle substituted with 0-3 R^{10b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{10b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{10a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, OR^{14}, Cl, F, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, $NR^{15}R^{16}$, and CF_3;

Z is H;
C_1-C_4 alkyl substituted with 0-3 R^{12a};
C_2-C_4 alkenyl substituted with 0-3 R^{12a}; or
C_2-C_4 alkynyl substituted with 0-3 R^{12a};

R^{12a}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R^{15}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R^{16}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-$S(=O)_2$-, and ethyl-$S(=O)_2$-;

R^{17} is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R^{17a}, or -CH_2-phenyl substituted by 0-3 R^{17a};

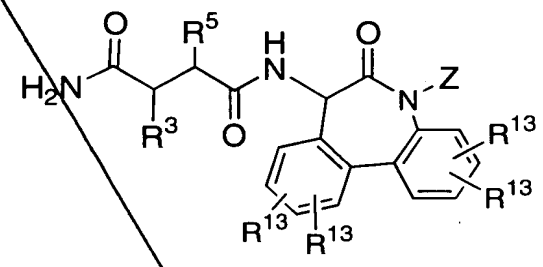
R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF_3, or OCF_3;

R^{18}, at each occurrence, is independently selected from

H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from H, methyl, and ethyl.

9. A compound according to Claim 5 of Formula (If):



(If)

or a pharmaceutically acceptable salt or prodrug thereof wherein:

R^3 is R^4,

R^4 is C_1-C_4 alkyl substituted with 0-1 R^{4a},
C_2-C_4 alkenyl substituted with 0-1 R^{4a}, or
C_2-C_4 alkynyl substituted with 0-1 R^{4a};

R^{4a}, at each occurrence, is independently selected from
H, F, CF_3,
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^5 is C_1-C_4 alkyl substituted with 0-1 R^{5b};
C_2-C_4 alkenyl substituted with 0-1 R^{5b};
C_2-C_4 alkynyl substituted with 0-1 R^{5b};

R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, =O;
C_3-C_6 carbocycle substituted with 0-2 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

Z is H;
C_1-C_4 alkyl substituted with 0-3 R^{12a};
C_2-C_4 alkenyl substituted with 0-3 R^{12a}; or
C_2-C_4 alkynyl substituted with 0-3 R^{12a};

R^{12a}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R^{15}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R^{16}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-$S(=O)_2$-, and ethyl-$S(=O)_2$-;

R^{18}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from H, methyl, and ethyl.

10. A compound, according to one of Claims 6, 7, 8, or 9, wherein:

R^3 is $-CH_3$, $-CH_2CH_3$, $-CH_2CH_2CH_3$, $-CH_2CH_2CH_2CH_3$, $-CH_2(CH_3)_2$, $-CH(CH_3)CH_2CH_3$, $-CH_2CH(CH_3)_2$, $-CH_2C(CH_3)_3$, $-CF_3$, $-CH_2CF_3$, $-CH_2CH_2CF_3$, $-CH_2CH_2CH_2CF_3$, $-CH=CH_2$, $-CH_2CH=CH_2$, $-CH_2C(CH_3)=CH_2$, $-CH_2CH=C(CH_3)_2$, $-CH_2CH_2CH=CH_2$, $-CH_2CH_2C(CH_3)=CH_2$, $-CH_2CH_2CH=C(CH_3)_2$, cis-$CH_2CH=CH(CH_3)$, cis-$CH_2CH_2CH=CH(CH_3)$, trans-$CH_2CH=CH(CH_3)$, trans-$CH_2CH_2CH=CH(CH_3)$; $-C\equiv CH$, $-CH_2C\equiv CH$, $-CH_2C\equiv C(CH_3)$, cyclopropyl-CH_2-, cyclobutyl-CH_2-, cyclopentyl-CH_2-, cyclohexyl-CH_2-, cyclopropyl-CH_2CH_2-, cyclobutyl-CH_2CH_2-, cyclopentyl-CH_2CH_2-, cyclohexyl-CH_2CH_2-, phenyl-CH_2-,

(2-F-phenyl)CH_2-, (3-F-phenyl)CH_2-, (4-F-phenyl)CH_2-,
(2-Cl-phenyl)CH_2-, (3-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2-,
(2,3-diF-phenyl)CH_2-, (2,4-diF-phenyl)CH_2-,
(2,5-diF-phenyl)CH_2-, (2,6-diF-phenyl)CH_2-,
(3,4-diF-phenyl)CH_2-, (3,5-diF-phenyl)CH_2-,
(2,3-diCl-phenyl)CH_2-, (2,4-diCl-phenyl)CH_2-,
(2,5-diCl-phenyl)CH_2-, (2,6-diCl-phenyl)CH_2-,
(3,4-diCl-phenyl)CH_2-, (3,5-diCl-phenyl)CH_2-,
(3-F-4-Cl-phenyl)CH_2-, (3-F-5-Cl-phenyl)CH_2-,
(3-Cl-4-F-phenyl)CH_2-, phenyl-CH_2CH_2-,
(2-F-phenyl)CH_2CH_2-, (3-F-phenyl)CH_2CH_2-,
(4-F-phenyl)CH_2CH_2-, (2-Cl-phenyl)CH_2CH_2-,
(3-Cl-phenyl)CH_2CH_2-, (4-Cl-phenyl)CH_2CH_2-,
(2,3-diF-phenyl)CH_2CH_2-, (2,4-diF-phenyl)CH_2CH_2-,
(2,5-diF-phenyl)CH_2CH_2-, (2,6-diF-phenyl)CH_2CH_2-,
(3,4-diF-phenyl)CH_2CH_2-, (3,5-diF-phenyl)CH_2CH_2-,
(2,3-diCl-phenyl)CH_2CH_2-, (2,4-diCl-phenyl)CH_2CH_2-,
(2,5-diCl-phenyl)CH_2CH_2-, (2,6-diCl-phenyl)CH_2CH_2-,
(3,4-diCl-phenyl)CH_2CH_2-, (3,5-diCl-phenyl)CH_2CH_2-,
(3-F-4-Cl-phenyl)CH_2CH_2-, or (3-F-5-Cl-phenyl)CH_2CH_2-,

R^5 is $-CH_3$, $-CH_2CH_3$, $-CH_2CH_2CH_3$, $-CH(CH_3)_2$, $-CH_2CH_2CH_2CH_3$,
$-CH(CH_3)CH_2CH_3$, $-CH_2CH(CH_3)_2$, $-CH_2C(CH_3)_3$,
$-CH_2CH_2CH_2CH_2CH_3$, $-CH(CH_3)CH_2CH_2CH_3$, $-CH_2CH(CH_3)CH_2CH_3$,
$-CH_2CH_2CH(CH_3)_2$, $-CH(CH_2CH_3)_2$, $-CF_3$, $-CH_2CF_3$, $-CH_2CH_2CF_3$,
$-CH_2CH_2CH_2CF_3$, $-CH_2CH_2CH_2CH_2CF_3$, $-CH=CH_2$, $-CH_2CH=CH_2$,
$-CH=CHCH_3$, cis-$CH_2CH=CH(CH_3)$, trans-$CH_2CH=CH(CH_3)$,
trans-$CH_2CH=CH(C_6H_5)$, $-CH_2CH=C(CH_3)_2$, cis-$CH_2CH=CHCH_2CH_3$,
trans-$CH_2CH=CHCH_2CH_3$, cis-$CH_2CH_2CH=CH(CH_3)$,
trans-$CH_2CH_2CH=CH(CH_3)$, trans-$CH_2CH=CHCH_2(C_6H_5)$,
$-C\equiv CH$, $-CH_2C\equiv CH$, $-CH_2C\equiv C(CH_3)$, $-CH_2C\equiv C(C_6H_5)$
$-CH_2CH_2C\equiv CH$, $-CH_2CH_2C\equiv C(CH_3)$, $-CH_2CH_2C\equiv C(C_6H_5)$
$-CH_2CH_2CH_2C\equiv CH$, $-CH_2CH_2CH_2C\equiv C(CH_3)$, $-CH_2CH_2CH_2C\equiv C(C_6H_5)$
cyclopropyl-CH_2-, cyclobutyl-CH_2-, cyclopentyl-CH_2-,
cyclohexyl-CH_2-, (2-CH_3-cyclopropyl)CH_2-,
(3-CH_3-cyclobutyl)CH_2-,
cyclopropyl-CH_2CH_2-, cyclobutyl-CH_2CH_2-,

cyclopentyl-CH_2CH_2-, cyclohexyl-CH_2CH_2-, (2-CH_3-cyclopropyl)CH_2CH_2-, (3-CH_3-cyclobutyl)CH_2CH_2-, phenyl-CH_2-, (2-F-phenyl)CH_2-, (3-F-phenyl)CH_2-, (4-F-phenyl)CH_2-, furanyl-CH_2-, thienyl-CH_2-, pyridyl-CH_2-, 1-imidazolyl-CH_2-, oxazolyl-CH_2-, isoxazolyl-CH_2-, phenyl-CH_2CH_2-, (2-F-phenyl)CH_2CH_2-, (3-F-phenyl)CH_2CH_2-, (4-F-phenyl)CH_2CH_2-, furanyl-CH_2CH_2-, thienyl-CH_2CH_2-, pyridyl-CH_2CH_2-, 1-imidazolyl-CH_2CH_2-, oxazolyl-CH_2CH_2-, isoxazolyl-CH_2CH_2-,

Sub A5 cont

Z is methyl, ethyl, i-propyl, n-propyl, n-butyl, i-butyl, s-butyl, t-butyl, or allyl;

R^{10} is H, methyl, ethyl, phenyl, benzyl, phenethyl, 4-F-phenyl, (4-F-phenyl)CH_2-, (4-F-phenyl)CH_2CH_2-, 4-Cl-phenyl, (4-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2CH_2-, 4-CH_3-phenyl, (4-CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2CH_2-, 4-CF_3-phenyl, (4-CF_3-phenyl)CH_2-, or (4-CF_3-phenyl)CH_2CH_2-;

R^{11}, at each occurrence, is independently selected from H, =O, methyl, ethyl, phenyl, benzyl, phenethyl, 4-F-phenyl, (4-F-phenyl)CH_2-, (4-F-phenyl)CH_2CH_2-, 3-F-phenyl, (3-F-phenyl)CH_2-, (3-F-phenyl)CH_2CH_2-, 2-F-phenyl, (2-F-phenyl)CH_2-, (2-F-phenyl)CH_2CH_2-, 4-Cl-phenyl, (4-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2CH_2-, 3-Cl-phenyl, (3-Cl-phenyl)CH_2-, (3-Cl-phenyl)CH_2CH_2-, 4-CH_3-phenyl, (4-CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2CH_2-, 3-CH_3-phenyl, (3-CH_3-phenyl)CH_2-, (3-CH_3-phenyl)CH_2CH_2-, 4-CF_3-phenyl, (4-CF_3-phenyl)CH_2-, (4-CF_3-phenyl)CH_2CH_2-, pyrid-2-yl, pyrid-3-yl, or pyrid-4-yl, and

R^{13}, at each occurrence, is independently selected from H, F, Cl, OH, -CH_3, -CH_2CH_3, -OCH_3, or -CF_3.

B4 cont

11. A compound according to Claim 2 selected from:

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

84 cont

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-3-propyl-butanediamide;

(2R) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

B4 cont

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2S,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

B4 cont

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-2-yl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-morpholino)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(dimethylamino)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-methyl-N-phenylamino)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-piperidinyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-homopiperidinyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

B4 cont

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(3-methoxyphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-4-yl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-methoxy-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-3-yl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(cyclopropylmethyl)-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

B4 cont

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(cyclopentylethyl)-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-n-butyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

B4 cont

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-n-butyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-N4-[benzyl]-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-methyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-n-butyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(2-methylpropyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-ethyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-propyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

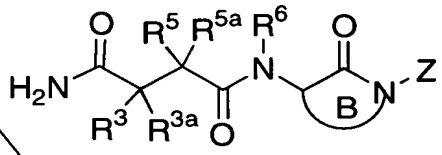
(2R,3S) N1-[1,3-dihydro-1-(isopropyl)-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3,3-diallyl-butanediamide;

(2R,3S) N1-[6,7-dihydro-5-methyl-6-oxo-5H-dibenz[b,d]azepin-7-yl]-2-(2-methylpropyl)-3-allyl-butanediamide; and

(2R,3S) N1-[1,3,4,5-tetrahydro-1,5-dimethyl-2,4-dioxo-2H-1,5-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide.

12. A compound, according to Claim 1, of Formula (Ia):



(Ia)

or a pharmaceutically acceptable salt or prodrug thereof, wherein:

Z is C_1-C_8 alkyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12};
C_2-C_4 alkynyl substituted with 1-3 R^{12};
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

provided, when R^{13} is H,
then Z is C_4-C_8 alkyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12}; or
C_2-C_4 alkynyl substituted with 1-3 R^{12}; and

provided, when ring B is a 1,3,4,5-tetrahydro-1-(Z)-5-(R^{10})-6,6,7,7-tetra(R^{11})-2,4-dioxo-2H-1,5-diazepin-3-yl core, and R^{13} is H; then

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, $S(=O)_2R^{17}$; or
C_1-C_6 alkyl optionally substituted with 0-3 R^{10a};

R^{10a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, and CF_3.

13. A compound according to Claim 12 of Formula (Ia) wherein:

R^3 is $-(CR^7R^{7a})_n-R^4$,
$-(CR^7R^{7a})_n-S-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-O-(CR^7R^{7a})_m-R^4$, or
$-(CR^7R^{7a})_n-N(R^{7b})-(CR^7R^{7a})_m-R^4$;

n is 0, 1, or 2;

m is 0, 1, or 2;

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R^4 is H, OH, OR^{14a},
C_1-C_6 alkyl substituted with 0-3 R^{4a},
C_2-C_6 alkenyl substituted with 0-3 R^{4a},
C_2-C_6 alkynyl substituted with 0-3 R^{4a},

C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

B4 cont

R^{4a}, at each occurrence, is independently selected from is H, F, Cl, Br, I, CF_3,
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

R^5 is H, OR^{14};
C_1-C_6 alkyl substituted with 0-3 R^{5b};
C_1-C_6 alkoxy substituted with 0-3 R^{5b};
C_2-C_6 alkenyl substituted with 0-3 R^{5b};
C_2-C_6 alkynyl substituted with 0-3 R^{5b};
C_3-C_{10} carbocycle substituted with 0-3 R^{5c};
C_6-C_{10} aryl substituted with 0-3 R^{5c}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5a} is H or C_1-C_4 alkyl;

R^{5b}, at each occurrence, is independently selected from:

B4 cont

H, C_1-C_6 alkyl, CF_3, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$;

C_3-C_{10} carbocycle substituted with 0-3 R^{5c};

C_6-C_{10} aryl substituted with 0-3 R^{5c}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

R^6 is H, methyl, or ethyl;

R^7, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, CF_3, phenyl, and C_1-C_4 alkyl;

R^{7a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, CF_3, and C_1-C_4 alkyl;

R^{7b} is independently selected from H, methyl, ethyl, propyl, and butyl;

Ring B is a 7 membered lactam,

wherein the lactam is saturated, partially saturated or unsaturated;

wherein each additional lactam carbon is substituted with 0-2 R^{11}; and,

optionally, the lactam contains a heteroatom selected from -O-, -S-, -S(=O)-, $-S(=O)_2-$, -N=, -NH-, and $-N(R^{10})-$;

additionally, two R^{11} substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-3 R^{13};

additionally, two R^{11} substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical, wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl fused radical is substituted with 0-3 R^{13};

additionally, two R^{11} substituents on the same or adjacent carbon atoms may be combined to form a C_3-C_6 carbocycle substituted with 0-3 R^{13};

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, $S(=O)_2R^{17}$;
C_1-C_6 alkyl optionally substituted with 0-2 R^{10a};
C_6-C_{10} aryl substituted with 0-4 R^{10b};
C_3-C_{10} carbocycle substituted with 0-3 R^{10b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{10b};

R^{10a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, or CF_3;

R^{11}, at each occurrence, is independently selected from H, C_1-C_4 alkoxy, Cl, F, Br, I, =O, CN, NO_2, $NR^{18}R^{19}$, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, CF_3;
C_1-C_6 alkyl optionally substituted with 0-3 R^{11a};

B4 cont

C_6-C_{10} aryl substituted with 0-3 R^{11b};
C_3-C_{10} carbocycle substituted with 0-3 R^{11b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{11b};

R^{11a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

Z is C_1-C_6 alkyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12};
C_2-C_4 alkynyl substituted with 1-3 R^{12};
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12}, at each occurrence, is independently selected from
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12b}, at each occurrence, is independently selected from

B4 cont

H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

R^{13}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_6 alkyl, or C_2-C_6 alkoxyalkyl;

R^{14a} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R^{15}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

R^{16}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

R^{17} is H, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl, aryl substituted by 0-4 R^{17a}, or $-CH_2$-aryl substituted by 0-4 R^{17a};

R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF_3, OCF_3, SCH_3, $S(O)CH_3$, SO_2CH_3, $-NH_2$, $-N(CH_3)_2$, or C_1-C_4 haloalkyl;

R^{18}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, phenyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-; and

R^{19}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, phenyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

provided, when R^{13} is H,

then Z is C_4-C_6 alkyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12}; or
C_2-C_4 alkynyl substituted with 1-3 R^{12}.

14. A compound according to Claim 13 of Formula (Ia) wherein:

R^3 is $-(CHR^7)_n-R^4$,

n is 0 or 1;

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R^4 is H, OH, OR^{14a},
C_1-C_4 alkyl substituted with 0-2 R^{4a},
C_2-C_4 alkenyl substituted with 0-2 R^{4a},
C_2-C_4 alkynyl substituted with 0-1 R^{4a},
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from is H, F, Cl, Br, I, CF_3,
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3,

$S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^5 is H, OR^{14};
C_1-C_4 alkyl substituted with 0-3 R^{5b};
C_2-C_4 alkenyl substituted with 0-3 R^{5b};
C_2-C_4 alkynyl substituted with 0-3 R^{5b};

R^{5a} is H, methyl, ethyl, propyl, or butyl;

R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, Cl, F, Br, I, =O;
C_3-C_6 carbocycle substituted with 0-3 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^6 is H;

R^7, at each occurrence, is independently selected from H, F, CF_3, methyl, and ethyl;

Ring B is a 7 membered lactam,
wherein the lactam is saturated, partially saturated or unsaturated;
wherein each additional lactam carbon is substituted with 0-2 R^{11}; and,
optionally, the lactam contains a heteroatom selected from -N=, -NH-, and -N(R^{10})-;

B4 cont

additionally, two R^{11} substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-2 R^{13};

additionally, two R^{11} substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical, wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl fused radical is substituted with 0-2 R^{13};

additionally, two R^{11} substituents on the same or adjacent carbon atoms may be combined to form a C_3-C_6 carbocycle substituted with 0-2 R^{13};

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$;
C_1-C_4 alkyl optionally substituted with 0-1 R^{10a};
phenyl substituted with 0-4 R^{10b};
C_3-C_6 carbocycle substituted with 0-3 R^{10b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{10b};

R^{10a}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, C_1-C_4 alkyl, C_1-C_3 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, or CF_3;

R^{11}, at each occurrence, is independently selected from H, C_1-C_4 alkoxy, Cl, F, =O, $NR^{18}R^{19}$, $C(=O)R^{17}$, $C(=O)OR^{17}$, CF_3;
C_1-C_6 alkyl optionally substituted with 0-3 R^{11a};

C_6-C_{10} aryl substituted with 0-3 R^{11b};
C_3-C_6 carbocycle substituted with 0-3 R^{11b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b};

R^{11a}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, OR^{14}, F, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

Z is C_1-C_4 alkyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12};
C_2-C_4 alkynyl substituted with 1-3 R^{12};
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_6 carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b};

R^{12}, at each occurrence, is independently selected from
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_6 carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_4 alkyl, or C_2-C_4 alkoxyalkyl;

R^{15}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, benzyl, phenethyl, (C_1-C_4 alkyl)-C(=O)-, and (C_1-C_4 alkyl)-$S(=O)_2$-;

R^{16}, at each occurrence, is independently selected from H, OH, C_1-C_4 alkyl, benzyl, phenethyl, (C_1-C_4 alkyl)-C(=O)-, and (C_1-C_4 alkyl)-$S(=O)_2$-;

R^{17} is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R^{17a}, or -CH_2-phenyl substituted by 0-3 R^{17a};

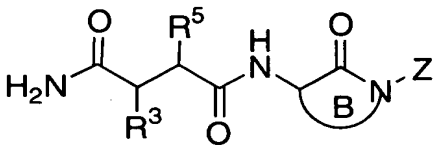
R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF_3, or OCF_3;

R^{18}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from H, methyl, and ethyl;

provided, when R^{13} is H,
then Z is butyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12}; or
C_2-C_4 alkynyl substituted with 1-3 R^{12}.

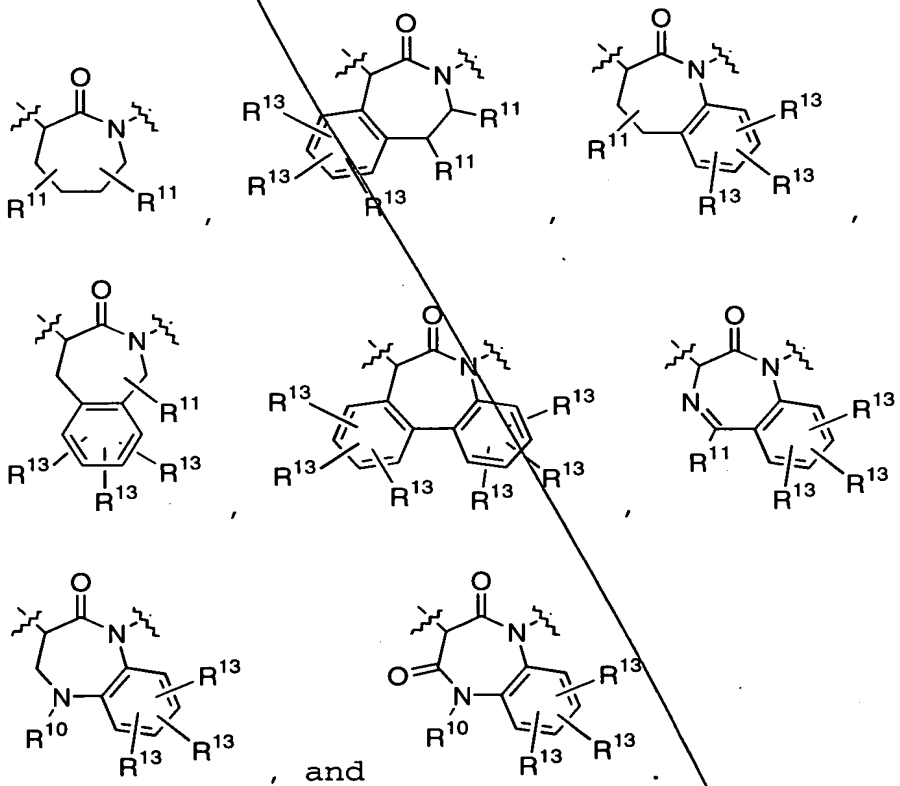
15. A compound of Claim 14 of Formula (Ib):



(Ib)

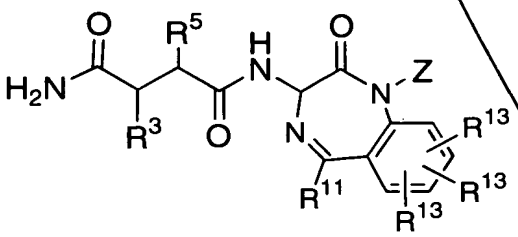
or a pharmaceutically acceptable salt or prodrug thereof wherein:

Ring B is selected from:



, and .

16. A compound according to Claim 15 of Formula (Ic):



(Ic)

or a pharmaceutically acceptable salt or prodrug thereof

wherein

R^3 is R^4,

R^4 is C_1-C_4 alkyl substituted with 0-1 R^{4a},
C_2-C_4 alkenyl substituted with 0-1 R^{4a}, or
C_2-C_4 alkynyl substituted with 0-1 R^{4a};

R^{4a}, at each occurrence, is independently selected from
H, F, CF_3,
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^5 is C_1-C_4 alkyl substituted with 0-1 R^{5b};
C_2-C_4 alkenyl substituted with 0-1 R^{5b};
C_2-C_4 alkynyl substituted with 0-1 R^{5b};

R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, =O;
C_3-C_6 carbocycle substituted with 0-2 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is

substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

Sub A cont

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{11}, at each occurrence, is independently selected from H, =O, $NR^{18}R^{19}$, CF_3;
C_1-C_4 alkyl optionally substituted with 0-1 R^{11a};
phenyl substituted with 0-3 R^{11b};
C_3-C_6 carbocycle substituted with 0-3 R^{11b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{11a}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, OR^{14}, F, Cl, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

Z is C_1-C_3 alkyl substituted with 1-3 R^{12};
C_2-C_3 alkenyl substituted with 1-3 R^{12};
C_2-C_3 alkynyl substituted with 1-3 R^{12};

C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_6 carbocycle substituted with 0-3 R^{12b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{12}, at each occurrence, is independently selected from
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_6 carbocycle substituted with 0-3 R^{12b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{12b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R^{15}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

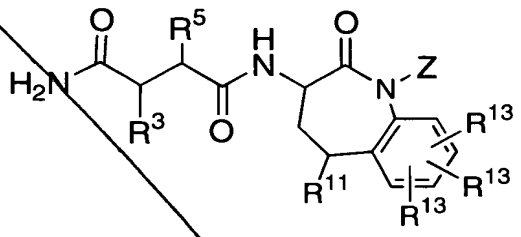
R^{16}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-$S(=O)_2$-, and ethyl-$S(=O)_2$-;

R^{18}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from H, methyl, and ethyl.

provided, when R^{13} is H,
then Z is C_2-C_3 alkenyl substituted with 1-3 R^{12}; or
C_2-C_3 alkynyl substituted with 1-3 R^{12}.

17. A compound according to Claim 15 of Formula (Id):



(Id)

or a pharmaceutically acceptable salt or prodrug thereof wherein:

R^3 is R^4,

R^4 is C_1-C_4 alkyl substituted with 0-1 R^{4a},
C_2-C_4 alkenyl substituted with 0-1 R^{4a}, or
C_2-C_4 alkynyl substituted with 0-1 R^{4a};

R^{4a}, at each occurrence, is independently selected from H, F, CF_3,
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^5 is C_1-C_4 alkyl substituted with 0-1 R^{5b};
C_2-C_4 alkenyl substituted with 0-1 R^{5b};
C_2-C_4 alkynyl substituted with 0-1 R^{5b};

R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, =O;
C_3-C_6 carbocycle substituted with 0-2 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{11}, at each occurrence, is independently selected from

H, =O, $NR^{18}R^{19}$, CF_3;
C_1-C_4 alkyl optionally substituted with 0-1 R^{11a};
phenyl substituted with 0-3 R^{11b};
C_3-C_6 carbocycle substituted with 0-3 R^{11b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{11a}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, OR^{14}, F, Cl, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

Z is C_1-C_3 alkyl substituted with 1-3 R^{12};
C_2-C_3 alkenyl substituted with 1-3 R^{12};
C_2-C_3 alkynyl substituted with 1-3 R^{12};
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_6 carbocycle substituted with 0-3 R^{12b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{12}, at each occurrence, is independently selected from

C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_6 carbocycle substituted with 0-3 R^{12b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{12b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R^{15}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

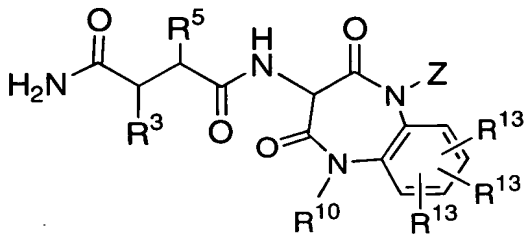
R^{16}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-$S(=O)_2$-, and ethyl-$S(=O)_2$-;

R^{18}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from H, methyl, and ethyl.

provided, when R^{13} is H,
then Z is C_2-C_3 alkenyl substituted with 1-3 R^{12}; or
C_2-C_3 alkynyl substituted with 1-3 R^{12}.

18. A compound according to Claim 15 of Formula (Ie):



(Ie)

or a pharmaceutically acceptable salt or prodrug thereof wherein:

R^3 is R^4,

R^4 is C_1-C_4 alkyl substituted with 0-1 R^{4a},
C_2-C_4 alkenyl substituted with 0-1 R^{4a}, or
C_2-C_4 alkynyl substituted with 0-1 R^{4a};

R^{4a}, at each occurrence, is independently selected from
H, F, CF_3,
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$,

$S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^5 is C_1-C_4 alkyl substituted with 0-1 R^{5b};
C_2-C_4 alkenyl substituted with 0-1 R^{5b};
C_2-C_4 alkynyl substituted with 0-1 R^{5b};

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R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, =O;
C_3-C_6 carbocycle substituted with 0-2 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$;
C_1-C_4 alkyl optionally substituted with 0-1 R^{10a};
phenyl substituted with 0-4 R^{10b};
C_3-C_6 carbocycle substituted with 0-3 R^{10b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{10b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{10a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, OR^{14}, Cl, F, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, $NR^{15}R^{16}$, and CF_3;

Z is C_1-C_3 alkyl substituted with 1-3 R^{12};
C_2-C_3 alkenyl substituted with 1-3 R^{12};
C_2-C_3 alkynyl substituted with 1-3 R^{12};
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_6 carbocycle substituted with 0-3 R^{12b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{12}, at each occurrence, is independently selected from
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_6 carbocycle substituted with 0-3 R^{12b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{12b}, at each occurrence, is independently selected from

H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R^{15}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R^{16}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-$S(=O)_2$-, and ethyl-$S(=O)_2$-;

R^{17} is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, phenyl substituted by 0-3 R^{17a}, or -CH_2-phenyl substituted by 0-3 R^{17a};

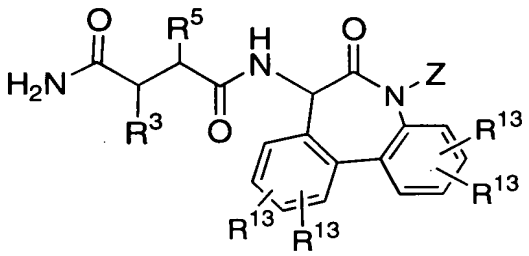
R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF_3, or OCF_3;

R^{18}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from H, methyl, and ethyl.

provided, when R^{13} is H,
then Z is C_2-C_3 alkenyl substituted with 1-3 R^{12}; or
C_2-C_3 alkynyl substituted with 1-3 R^{12}.

19. A compound according to Claim 15 of Formula (If):



(If)

or a pharmaceutically acceptable salt or prodrug thereof wherein:

R^3 is R^4,

R^4 is C_1-C_4 alkyl substituted with 0-1 R^{4a},
C_2-C_4 alkenyl substituted with 0-1 R^{4a}, or
C_2-C_4 alkynyl substituted with 0-1 R^{4a};

R^{4a}, at each occurrence, is independently selected from H, F, CF_3,
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^5 is C_1-C_4 alkyl substituted with 0-1 R^{5b};
C_2-C_4 alkenyl substituted with 0-1 R^{5b};
C_2-C_4 alkynyl substituted with 0-1 R^{5b};

R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, =O;
C_3-C_6 carbocycle substituted with 0-2 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

Z is C_1-C_3 alkyl substituted with 1-3 R^{12};
C_2-C_3 alkenyl substituted with 1-3 R^{12};
C_2-C_3 alkynyl substituted with 1-3 R^{12};
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_6 carbocycle substituted with 0-3 R^{12b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{12}, at each occurrence, is independently selected from
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_6 carbocycle substituted with 0-3 R^{12b}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{12b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R^{15}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R^{16}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-$S(=O)_2$-, and ethyl-$S(=O)_2$-;

R^{18}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from H, methyl, and ethyl.

provided, when R^{13} is H,
then Z is C_2-C_3 alkenyl substituted with 1-3 R^{12}; or

C_2-C_3 alkynyl substituted with 1-3 R^{12}.

20. A compound according to one of Claims 16, 17, 18, 19, wherein:

R^3 is $-CH_3$, $-CH_2CH_3$, $-CH_2CH_2CH_3$, $-CH_2CH_2CH_2CH_3$, $-CH_2(CH_3)_2$, $-CH(CH_3)CH_2CH_3$, $-CH_2CH(CH_3)_2$, $-CH_2C(CH_3)_3$, $-CF_3$, $-CH_2CF_3$, $-CH_2CH_2CF_3$, $-CH_2CH_2CH_2CF_3$, $-CH=CH_2$, $-CH_2CH=CH_2$, $-CH_2C(CH_3)=CH_2$, $-CH_2CH=C(CH_3)_2$, $-CH_2CH_2CH=CH_2$, $-CH_2CH_2C(CH_3)=CH_2$, $-CH_2CH_2CH=C(CH_3)_2$, cis-$CH_2CH=CH(CH_3)$, cis-$CH_2CH_2CH=CH(CH_3)$, trans-$CH_2CH=CH(CH_3)$, trans-$CH_2CH_2CH=CH(CH_3)$; $-C\equiv CH$, $-CH_2C\equiv CH$, $-CH_2C\equiv C(CH_3)$, cyclopropyl-CH_2-, cyclobutyl-CH_2-, cyclopentyl-CH_2-, cyclohexyl-CH_2-, cyclopropyl-CH_2CH_2-, cyclobutyl-CH_2CH_2-, cyclopentyl-CH_2CH_2-, cyclohexyl-CH_2CH_2-, phenyl-CH_2-, (2-F-phenyl)CH_2-, (3-F-phenyl)CH_2-, (4-F-phenyl)CH_2-, (2-Cl-phenyl)CH_2-, (3-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2-, (2,3-diF-phenyl)CH_2-, (2,4-diF-phenyl)CH_2-, (2,5-diF-phenyl)CH_2-, (2,6-diF-phenyl)CH_2-, (3,4-diF-phenyl)CH_2-, (3,5-diF-phenyl)CH_2-, (2,3-diCl-phenyl)CH_2-, (2,4-diCl-phenyl)CH_2-, (2,5-diCl-phenyl)CH_2-, (2,6-diCl-phenyl)CH_2-, (3,4-diCl-phenyl)CH_2-, (3,5-diCl-phenyl)CH_2-, (3-F-4-Cl-phenyl)CH_2-, (3-F-5-Cl-phenyl)CH_2-, (3-Cl-4-F-phenyl)CH_2-, phenyl-CH_2CH_2-, (2-F-phenyl)CH_2CH_2-, (3-F-phenyl)CH_2CH_2-, (4-F-phenyl)CH_2CH_2-, (2-Cl-phenyl)CH_2CH_2-, (3-Cl-phenyl)CH_2CH_2-, (4-Cl-phenyl)CH_2CH_2-, (2,3-diF-phenyl)CH_2CH_2-, (2,4-diF-phenyl)CH_2CH_2-, (2,5-diF-phenyl)CH_2CH_2-, (2,6-diF-phenyl)CH_2CH_2-, (3,4-diF-phenyl)CH_2CH_2-, (3,5-diF-phenyl)CH_2CH_2-, (2,3-diCl-phenyl)CH_2CH_2-, (2,4-diCl-phenyl)CH_2CH_2-, (2,5-diCl-phenyl)CH_2CH_2-, (2,6-diCl-phenyl)CH_2CH_2-, (3,4-diCl-phenyl)CH_2CH_2-, (3,5-diCl-phenyl)CH_2CH_2-, (3-F-4-Cl-phenyl)CH_2CH_2-, or (3-F-5-Cl-phenyl)CH_2CH_2-,

R^5 is $-CH_3$, $-CH_2CH_3$, $-CH_2CH_2CH_3$, $-CH(CH_3)_2$, $-CH_2CH_2CH_2CH_3$, $-CH(CH_3)CH_2CH_3$, $-CH_2CH(CH_3)_2$, $-CH_2C(CH_3)_3$, $-CH_2CH_2CH_2CH_2CH_3$, $-CH(CH_3)CH_2CH_2CH_3$, $-CH_2CH(CH_3)CH_2CH_3$, $-CH_2CH_2CH(CH_3)_2$, $-CH(CH_2CH_3)_2$, $-CF_3$, $-CH_2CF_3$, $-CH_2CH_2CF_3$, $-CH_2CH_2CH_2CF_3$, $-CH_2CH_2CH_2CH_2CF_3$, $-CH=CH_2$, $-CH_2CH=CH_2$, $-CH=CHCH_3$, cis-$CH_2CH=CH(CH_3)$, trans-$CH_2CH=CH(CH_3)$, trans-$CH_2CH=CH(C_6H_5)$, $-CH_2CH=C(CH_3)_2$, cis-$CH_2CH=CHCH_2CH_3$, trans-$CH_2CH=CHCH_2CH_3$, cis-$CH_2CH_2CH=CH(CH_3)$, trans-$CH_2CH_2CH=CH(CH_3)$, trans-$CH_2CH=CHCH_2(C_6H_5)$, $-C\equiv CH$, $-CH_2C\equiv CH$, $-CH_2C\equiv C(CH_3)$, $-CH_2C\equiv C(C_6H_5)$ $-CH_2CH_2C\equiv CH$, $-CH_2CH_2C\equiv C(CH_3)$, $-CH_2CH_2C\equiv C(C_6H_5)$ $-CH_2CH_2CH_2C\equiv CH$, $-CH_2CH_2CH_2C\equiv C(CH_3)$, $-CH_2CH_2CH_2C\equiv C(C_6H_5)$ cyclopropyl-CH_2-, cyclobutyl-CH_2-, cyclopentyl-CH_2-, cyclohexyl-CH_2-, (2-CH_3-cyclopropyl)CH_2-, (3-CH_3-cyclobutyl)CH_2-, cyclopropyl-CH_2CH_2-, cyclobutyl-CH_2CH_2-, cyclopentyl-CH_2CH_2-, cyclohexyl-CH_2CH_2-, (2-CH_3-cyclopropyl)CH_2CH_2-, (3-CH_3-cyclobutyl)CH_2CH_2-, phenyl-CH_2-, (2-F-phenyl)CH_2-, (3-F-phenyl)CH_2-, (4-F-phenyl)CH_2-, furanyl-CH_2-, thienyl-CH_2-, pyridyl-CH_2-, 1-imidazolyl-CH_2-, oxazolyl-CH_2-, isoxazolyl-CH_2-, phenyl-CH_2CH_2-, (2-F-phenyl)CH_2CH_2-, (3-F-phenyl)CH_2CH_2-, (4-F-phenyl)CH_2CH_2-, furanyl-CH_2CH_2-, thienyl-CH_2CH_2-, pyridyl-CH_2CH_2-, 1-imidazolyl-CH_2CH_2-, oxazolyl-CH_2CH_2-, isoxazolyl-CH_2CH_2-,

Z is phenyl, 2-F-phenyl, 3-F-phenyl, 4-F-phenyl, 2-Cl-phenyl, 3-Cl-phenyl, 4-Cl-phenyl, 2,3-diF-phenyl, 2,4-diF-phenyl, 2,5-diF-phenyl, 2,6-diF-phenyl, 3,4-diF-phenyl, 3,5-diF-phenyl, 2,3-diCl-phenyl, 2,4-diCl-phenyl, 2,5-diCl-phenyl, 2,6-diCl-phenyl, 3,4-diCl-phenyl, 3,5-diCl-phenyl, 3-F-4-Cl-phenyl, 3-F-5-Cl-phenyl, 3-Cl-4-F-phenyl, 2-MeO-phenyl, 3-MeO-phenyl, 4-MeO-phenyl, 2-Me-phenyl, 3-Me-phenyl, 4-Me-phenyl, 2-MeS-phenyl, 3-MeS-phenyl, 4-MeS-phenyl,

2-CF_3O-phenyl, 3-CF_3O-phenyl, 4-CF_3O-phenyl,
furanyl, thienyl, pyridyl, 2-Me-pyridyl, 3-Me-pyridyl,
4-Me-pyridyl, 1-imidazolyl, oxazolyl, isoxazolyl,
1-benzimidazolyl,
cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl,
morpholino, N-piperinyl,
phenyl-CH_2-, (2-F-phenyl)CH_2-, (3-F-phenyl)CH_2-,
(4-F-phenyl)CH_2-, (2-Cl-phenyl)CH_2-, (3-Cl-phenyl)CH_2-,
(4-Cl-phenyl)CH_2-, (2,3-diF-phenyl)CH_2-,
(2,4-diF-phenyl)CH_2-, (2,5-diF-phenyl)CH_2-,
(2,6-diF-phenyl)CH_2-, (3,4-diF-phenyl)CH_2-,
(3,5-diF-phenyl)CH_2-, (2,3-diCl-phenyl)CH_2-,
(2,4-diCl-phenyl)CH_2-, (2,5-diCl-phenyl)CH_2-,
(2,6-diCl-phenyl)CH_2-, (3,4-diCl-phenyl)CH_2-,
(3,5-diCl-phenyl)CH_2-, (3-F-4-Cl-phenyl)CH_2-,
(3-F-5-Cl-phenyl)CH_2-, (3-Cl-4-F-phenyl)CH_2-,
(2-MeO-phenyl)CH_2-, (3-MeO-phenyl)CH_2-,
(4-MeO-phenyl)CH_2-, (2-Me-phenyl)CH_2-,
(3-Me-phenyl)CH_2-, (4-Me-phenyl)CH_2-,
(2-MeS-phenyl)CH_2-, (3-MeS-phenyl)CH_2-,
4-MeS-phenyl)CH_2-, (2-CF_3O-phenyl)CH_2-,
(3-CF_3O-phenyl)CH_2-, (4-CF_3O-phenyl)CH_2-,
(furanyl)CH_2-,(thienyl)CH_2-, (pyridyl)CH_2-,
(2-Me-pyridyl)CH_2-, (3-Me-pyridyl)CH_2-,
(4-Me-pyridyl)CH_2-, (1-imidazolyl)CH_2-,
(oxazolyl)CH_2-, (isoxazolyl)CH_2-,
(1-benzimidazolyl)CH_2-, (cyclopropyl)CH_2-,
(cyclobutyl)CH_2-, (cyclopentyl)CH_2-,
(cyclohexyl)CH_2-, (morpholino)CH_2-, (N-pipridinyl)CH_2-,

phenyl-CH_2CH_2-, (phenyl)$_2$$CHCH_2$-, (2-F-phenyl)$CH_2CH_2$-,
(3-F-phenyl)CH_2CH_2-, (4-F-phenyl)CH_2CH_2-,
(2-Cl-phenyl)CH_2CH_2-, (3-Cl-phenyl)CH_2CH_2-,
(4-Cl-phenyl)CH_2CH_2-, (2,3-diF-phenyl)CH_2CH_2-,
(2,4-diF-phenyl)CH_2CH_2-, (2,5-diF-phenyl)CH_2CH_2-,
(2,6-diF-phenyl)CH_2CH_2-, (3,4-diF-phenyl)CH_2CH_2-,
(3,5-diF-phenyl)CH_2CH_2-, (2,3-diCl-phenyl)CH_2CH_2-,

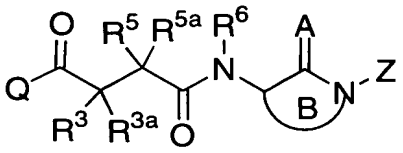
(2,4-diCl-phenyl)CH_2CH_2-, (2,5-diCl-phenyl)CH_2CH_2-,
(2,6-diCl-phenyl)CH_2CH_2-, (3,4-diCl-phenyl)CH_2CH_2-,
(3,5-diCl-phenyl)CH_2CH_2-, (3-F-4-Cl-phenyl)CH_2CH_2-,
(3-F-5-Cl-phenyl)CH_2CH_2-, (3-Cl-4-F-phenyl)CH_2CH_2-,
(2-MeO-phenyl)CH_2CH_2-, (3-MeO-phenyl)CH_2CH_2-,
(4-MeO-phenyl)CH_2CH_2-, (2-Me-phenyl)CH_2CH_2-,
(3-Me-phenyl)CH_2CH_2-, (4-Me-phenyl)CH_2CH_2-,
(2-MeS-phenyl)CH_2CH_2-, (3-MeS-phenyl)CH_2CH_2-,
(4-MeS-phenyl)CH_2CH_2-, (2-CF_3O-phenyl)CH_2CH_2-,
(3-CF_3O-phenyl)CH_2CH_2-, (4-CF_3O-phenyl)CH_2CH_2-,
(furanyl)CH_2CH_2-,(thienyl)CH_2CH_2-, (pyridyl)CH_2CH_2-,
(2-Me-pyridyl)CH_2CH_2-, (3-Me-pyridyl)CH_2CH_2-,
(4-Me-pyridyl)CH_2CH_2-, (imidazolyl)CH_2CH_2-,
(oxazolyl)CH_2CH_2-, (isoxazolyl)CH_2CH_2-,
(benzimidazolyl)CH_2CH_2-,(cyclopropyl)CH_2CH_2-,
(cyclobutyl)CH_2CH_2-,(cyclopentyl)CH_2CH_2-,
(cyclohexyl)CH_2CH_2-,(morpholino)CH_2CH_2-, or
(N-pipridinyl)CH_2CH_2-;

R^{10} is H, methyl, ethyl, phenyl, benzyl, phenethyl,
4-F-phenyl, (4-F-phenyl)CH_2-, (4-F-phenyl)CH_2CH_2-,
4-Cl-phenyl, (4-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2CH_2-,
4-CH_3-phenyl, (4-CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2CH_2-,
4-CF_3-phenyl, (4-CF_3-phenyl)CH_2-, or
(4-CF_3-phenyl)CH_2CH_2-;

R^{11}, at each occurrence, is independently selected from
H, =O, methyl, ethyl, phenyl, benzyl, phenethyl,
4-F-phenyl, (4-F-phenyl)CH_2-, (4-F-phenyl)CH_2CH_2-,
3-F-phenyl, (3-F-phenyl)CH_2-, (3-F-phenyl)CH_2CH_2-,
2-F-phenyl, (2-F-phenyl)CH_2-, (2-F-phenyl)CH_2CH_2-,
4-Cl-phenyl, (4-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2CH_2-,
3-Cl-phenyl, (3-Cl-phenyl)CH_2-, (3-Cl-phenyl)CH_2CH_2-,
4-CH_3-phenyl, (4-CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2CH_2-,
3-CH_3-phenyl, (3-CH_3-phenyl)CH_2-, (3-CH_3-phenyl)CH_2CH_2-,
4-CF_3-phenyl, (4-CF_3-phenyl)CH_2-, (4-CF_3-phenyl)CH_2CH_2-,
pyrid-2-yl, pyrid-3-yl, or pyrid-4-yl, and

R^{13}, at each occurrence, is independently selected from H, F, Cl, OH, $-CH_3$, $-CH_2CH_3$, $-OCH_3$, or $-CF_3$.

21. A method for the treatment of neurological disorders associated with β-amyloid production comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Formula (I):



(I)

or a pharmaceutically acceptable salt or prodrug thereof, wherein:

A is O or S;

Q is $-NR^1R^2$;

R^1 is OR^{14};

R^2 is independently selected from H, C_1-C_6 alkyl, C_3-C_{10} carbocycle, C_6-C_{10} aryl, and 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur;

R^3 is $-(CR^7R^{7a})_n-R^4$,
$-(CR^7R^{7a})_n-S-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-O-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-N(R^{7b})-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-S(=O)-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-S(=O)_2-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-C(=O)-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-N(R^{7b})C(=O)-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-C(=O)N(R^{7b})-(CR^7R^{7a})_m-R^4$,

$-(CR^7R^{7a})_n-N(R^{7b})S(=O)_2-(CR^7R^{7a})_m-R^4$, or
$-(CR^7R^{7a})_n-S(=O)_2N(R^{7b})-(CR^7R^{7a})_m-R^4$;

n is 0, 1, 2, or 3;

m is 0, 1, 2, or 3;

R^{3a} is H, OH, C_1-C_4 alkyl, C_1-C_4 alkoxy, C_2-C_4 alkenyl or C_2-C_4 alkenyloxy;

R^4 is H, OH, OR^{14a},
C_1-C_6 alkyl substituted with 0-3 R^{4a},
C_2-C_6 alkenyl substituted with 0-3 R^{4a},
C_2-C_6 alkynyl substituted with 0-3 R^{4a},
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from is H, F, Cl, Br, I, CF_3,
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, and C_1-C_4 halothioalkyl-S-;

R^5 is H, OR^{14};

C_1-C_6 alkyl substituted with 0-3 R^{5b};
C_1-C_6 alkoxy substituted with 0-3 R^{5b};
C_2-C_6 alkenyl substituted with 0-3 R^{5b};
C_2-C_6 alkynyl substituted with 0-3 R^{5b};
C_3-C_{10} carbocycle substituted with 0-3 R^{5c};
C_6-C_{10} aryl substituted with 0-3 R^{5c}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5a} is H, OH, C_1-C_4 alkyl, C_1-C_4 alkoxy, C_2-C_4 alkenyl, or C_2-C_4 alkenyloxy;

R^{5b}, at each occurrence, is independently selected from:
H, C_1-C_6 alkyl, CF_3, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$;
C_3-C_{10} carbocycle substituted with 0-3 R^{5c};
C_6-C_{10} aryl substituted with 0-3 R^{5c}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, and C_1-C_4 halothioalkyl-S-;

R^6 is H;
C_1-C_6 alkyl substituted with 0-3 R^{6a};
C_3-C_{10} carbocycle substituted with 0-3 R^{6b}; or
C_6-C_{10} aryl substituted with 0-3 R^{6b};

R^{6a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, aryl or CF_3;

R^{6b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

R^7, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, CF_3, phenyl and C_1-C_4 alkyl;

R^{7a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, CF_3, and C_1-C_4 alkyl;

R^{7b} is independently selected from H and C_1-C_4 alkyl;

Ring B is a 7 membered lactam or thiolactam,
wherein the lactam or thiolactam is saturated, partially saturated or unsaturated;
wherein each additional lactam carbon or thiolactam carbon is substituted with 0-2 R^{11}; and,
optionally, the lactam contains a heteroatom selected from -O-, -S-, -S(=O)-, -S(=O)$_2$-, -N=, -NH-, and -N(R^{10})-;

additionally, two R^{11} substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-4 R^{13};

additionally, two R^{11} substituents on adjacent atoms may be combined to form a 5 to 6 membered heteroaryl fused radical, wherein said 5 to 6 membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl fused radical is substituted with 0-3 R^{13};

additionally, two R^{11} substituents on the same or adjacent carbon atoms may be combined to form a C_3-C_6 carbocycle substituted with 0-3 R^{13};

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, $S(=O)_2R^{17}$;
C_1-C_6 alkyl optionally substituted with 0-3 R^{10a};
C_6-C_{10} aryl substituted with 0-4 R^{10b};
C_3-C_{10} carbocycle substituted with 0-3 R^{10b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{10b};

R^{10a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3, or aryl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

R^{11}, at each occurrence, is independently selected from H, C_1-C_4 alkoxy, Cl, F, Br, I, =O, CN, NO_2, $NR^{18}R^{19}$, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, CF_3;
C_1-C_6 alkyl optionally substituted with 0-3 R^{11a};
C_6-C_{10} aryl substituted with 0-3 R^{11b};
C_3-C_{10} carbocycle substituted with 0-3 R^{11b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{11b};

R^{11a}, at each occurrence, is independently selected from

H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3;
phenyl substituted with 0-3 R^{11b};
C_3-C_6 cycloalkyl substituted with 0-3 R^{11b}; and
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, and C_1-C_4 halothioalkyl-S-;

Z is H;
C_1-C_8 alkyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12};
C_2-C_4 alkynyl substituted with 1-3 R^{12};
C_1-C_8 alkyl substituted with 0-3 R^{12a};
C_2-C_4 alkenyl substituted with 0-3 R^{12a};
C_2-C_4 alkynyl substituted with 0-3 R^{12a};
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12}, at each occurrence, is independently selected from
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, $-C(=O)NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, or C_1-C_4 halothioalkyl-S-;

R^{12b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, and C_1-C_4 halothioalkyl-S-;

R^{13}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl, or C_3-C_6 cycloalkyl;

R^{14a} is H, phenyl, benzyl, or C_1-C_4 alkyl;

R^{15}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

R^{16}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

R^{17} is H, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl, aryl substituted by 0-4 R^{17a}, or $-CH_2$-aryl substituted by 0-4 R^{17a};

R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF_3, OCF_3, SCH_3, $S(O)CH_3$, SO_2CH_3, $-NH_2$, $-N(CH_3)_2$, or C_1-C_4 haloalkyl;

R^{18}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, phenyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-; and

R^{19}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, phenyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

provided, when R^{13} is H,

then Z is H;

C_4-C_8 alkyl substituted with 1-3 R^{12};

C_2-C_4 alkenyl substituted with 1-3 R^{12};

C_2-C_4 alkynyl substituted with 1-3 R^{12};

C_1-C_8 alkyl substituted with 0-3 R^{12a};

C_2-C_4 alkenyl substituted with 0-3 R^{12a}; or

C_2-C_4 alkynyl substituted with 0-3 R^{12a}; and

provided, when ring B is a 1,3,4,5-tetrahydro-1-(Z)-5-(R^{10})-6,6,7,7-tetra(R^{11})-2,4-dioxo-2H-1,5-diazepin-3-yl core, and R^{13} is H; then

R^{10} is H, C(=O)R^{17}, C(=O)OR^{17}, C(=O)$NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, $S(=O)_2R^{17}$; or

C_1-C_6 alkyl optionally substituted with 0-3 R^{10a};

R^{10a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, and CF_3.

22. A pharmaceutical composition comprising a compound of Claim 1 and a pharmaceutically acceptable carrier.

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23. A method for the treatment of neurological disorders associated with β-amyloid production comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 1.

24. A method for inhibiting γ-secretase activity comprising administering to a host in need of such inhibition a ~~therapeutically~~ effective amount of a compound of Claim 1 that inhibits γ-secretase activity.

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